

**ROSWELL PARK CANCER INSTITUTE CORPORATION
COMPENSATION COMMITTEE**

A meeting of the Compensation Committee of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Wednesday, August 31, 2022 at 10:30 a.m. in the Patrick P. Lee Conference Room, 9th floor of the Scott Bieler Clinical Sciences Center.

Present by

Phone: R. Buford Sears, Committee Chairman
Anne Gioia
Donna Gioia (*Via Teams*)
Candace Johnson, President & CEO
Gail Mitchell, Esq. (*Via Teams*)

Excused: Michael Joseph, Board Chairman

Staff

Present: Betsy Doty-Lampson, Board Administrator
Errol Douglas, Sr. Vice President/Chief Human Resources Officer
John Dudkowski, Manager, Classification & Compensation
Michelle Moore, Vice President of Human Resources
Michael Sexton, Esq., Senior Vice President and Chief Legal Officer,
and Corporate Secretary
Anthony Woods, Assistant Vice President & Director of Classification
and Compensation

Opening Remarks/Review of Minutes

Mr. Sears opened the meeting and welcomed all in attendance. Mr. Sears reviewed the Compensation calendar for the fiscal year. There were no comments. At that point, he called for a review of the draft Minutes of the Compensation Committee meeting held Wednesday, June 15, 2022. After review, *a motion for approval of those Minutes was made by Ms. Anne Gioia, seconded by Ms. Mitchell, and unanimously approved.*

At that point, a motion was made to move to Executive Session by Ms. Mitchell for review of FY 23 Individual Goal Amendments including goals relating to strategic business initiatives. The motion was seconded by Ms. Anne Gioia and unanimously carried.

FY'23 Individual Goal Amendments

In Executive Session, Mr. Sears turned to a review of the individual goal amendments for the variable compensation plan. There were amendments to both institutional goals and individual

goals and these were reviewed. Mr. Sears mentioned that he monitors the goals for Dr. Johnson, Jeff Walker, Dr. Brentjens and Dr. Schwaab on a quarterly basis. He also noted that goal development at Roswell Park has improved greatly over the years. There being no further discussion, *a motion for approval of the amendments was made by Ms. Anne Gioia, seconded by Ms. Mitchell and unanimously carried.*

FY'23 Individual Goal Updates

Goal status reports were then reviewed in the variable compensation plan. Mr. Sears noted that there were new sets of goals for new employees Cowan, Davila, Hill-Cheatom, and Wicher. After review of the goal updates, *a motion was made for approval by Ms. Anne Gioia, seconded by Ms. Mitchell and unanimously carried.*

Ms. Mitchell then made a motion to return to Open Session which was seconded by Mr. Sears and unanimously carried.

Review of Compensation Committee Charter

The Charter for the Compensation Committee was given its annual review. There was a discussion of the language requiring Committee pre-review of compensation packages for new recruits having compensation of \$750,000 or more. After discussion, it was decided that this number would not be changed. *A motion for approval of the Compensation Committee Charter as submitted was made by Mr. Sears, seconded by Ms. Anne Gioia and unanimously carried.*

Review of Executive Compensation Philosophy

Mr. Sears then reviewed the compensation philosophy document. There were two changes suggested to that document. The first raised the variable compensation plan target levels for the President and Chief Executive Officer to 22.5% (threshold), 45% (target), and 67.5% (maximum). In addition, there was a proposal to move the Deputy Director into the same level as the Executive Vice President, which has the following target levels: 12.5% (threshold), 25% (target), and 37.5% (maximum).

Mr. Sears indicated that any approval would be subject to a review by the Sullivan & Cotter consulting firm for appropriateness. *A motion for approval was made by Ms. Anne Gioia, seconded by Ms. Donna Gioia and unanimously carried.*

Upcoming Executive Compensation Consulting Needs

Mr. Sears then turned to the upcoming need for a compensation study by the executive compensation consultant, Sullivan & Cotter. He noted that Sullivan & Cotter has had Roswell Park's compensation consulting business for over 18 years, but he noted also that numerous RFPs have been done and Sullivan & Cotter has been by far the consensus choice each time. That firm has a peerless database in Roswell Park's industry. Mr. Sears indicated that a year 3 update from Sullivan & Cotter will be obtained but that the compensation market is volatile at the present time. He asked whether the Committee wanted a full review done now. Mr. Dudkowski indicated that that would

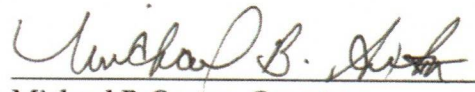
cost an additional \$80,000 in addition to the \$40,000 cost for the annual update. Ms. Mitchell asked when another RFP would be done. It was noted that it would probably not be until 2024 calendar year. *A motion was made by Ms. Donna Gioia to proceed with an update letter for fiscal year 2024 which was seconded by Ms. Anne Gioia and unanimously carried.*

Press Ganey Employee Engagement Survey Results

Ms. Moore spoke on the Press Ganey survey results noting that follow-up on this is goal number 3 under the institutional goals in the variable compensation plan. She indicated that a pulse survey was going to be done of the employed staff in the next full Press Ganey survey will be in May, 2023. An RFP for the survey vendor will be deferred until after the Magnet project is completed. Mr. Sears asked Human Resources to have Lesley Diaz present on the Press Ganey results at the next Compensation Committee meeting.

There was a discussion of how the Committee would handle goal performance issues going forward where there are changes in responsibilities or some other factors that obstructs an executive's ability to perform goals. The issue was when this midcourse review would be done. Mr. Sears suggested that this should be done during the third quarter meeting. The Class & Compensation Department and Dr. Johnson should take a look at any employee situation where there is a problem and report on it at the third quarter Compensation Committee meeting. That midcourse review should be standing agenda item at the December (3rd quarter) meeting. It was agreed that management would perform its work on this by the end of September and would report on it to the Compensation Committee in December for discussion and evaluation. Ms. Mitchell pointed out that this is only in situations where conditions are beyond the control of the Executive exists that possibly would excuse performance of a goal or goals.

There being no further business, *a motion for adjournment was made by Ms. Anne Gioia, seconded by Ms. Mitchell, and unanimously carried.*



Michael B. Sexton, Secretary